

**Proposed Resolutions of the Board of Directors of
The News Corporation Limited (the "Corporation")**

WHEREAS, the Board of Directors has previously approved a series of transactions (the "*Transactions*") pursuant to which the Corporation's subsidiary, Fox Entertainment Group, Inc., a Delaware corporation ("*FEG*") will acquire 34% of the outstanding common stock of Hughes Electronics Corporation ("*Hughes*");

WHEREAS, the United States Department of Justice, United States Department of Homeland Security and Federal Bureau of Investigation (together, the "*Executive Agencies*") have sought assurances that the Corporation, as a non-U.S. entity, will not be able to influence Hughes's compliance with lawful requests relating to issues of U.S. national security and law enforcement; and

WHEREAS, in response to the Executive Agencies' requests, it is proposed that the Corporation and Hughes take certain necessary actions to amend the By-laws that will be in effect upon consummation of the Transactions so as to read as set forth in the form of amended and restated by-laws of Hughes attached hereto as Exhibit A (the "*Hughes By-law Amendment*"), which amendment provides, among other things and subject to the terms thereof, that the Hughes' Audit Committee shall be comprised exclusively of U.S. citizens and shall have exclusive jurisdiction over the establishment, oversight and evolution of policies related to U.S. national security and law enforcement concerns;

IT IS THEREFORE RESOLVED, that the Board of Directors recognizes, understands and accepts the Hughes By-law Amendment and hereby determines that it is advisable, desirable and in the best interests of the Corporation and its stockholders to, in order to implement the Hughes By-law Amendment, amend (i) the Stock Purchase Agreement, dated as of April 9, 2003, as amended, by and among the Corporation, Hughes and General Motors Corporation and (ii) the Agreement and Plan of Merger, dated as of April 9, 2003, as amended, by and among the Corporation, Hughes and GMH Merger Sub, Inc., in each case in the manner contemplated by the form of letter agreement attached hereto as Exhibit B (the "*Letter Agreement*"); and it is further

RESOLVED, that the Board of Directors accepts and acknowledges that, subject to the terms of the Hughes By-law Amendment, each member of the Hughes Audit Committee shall be a U.S. citizen; and it is further

RESOLVED, that the Board of Directors understands the national security and law enforcement bases of the Hughes By-law Amendment and that the adoption of the Hughes By-law Amendment is a condition of the Executive Agencies' consent to the U.S. Federal Communications Commission's approval of the transfer of certain licenses and assets associated with the acquisition of Hughes shares by FEG.